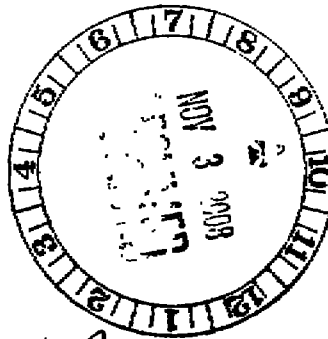


# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018



RECORDATION NO 27536 A FILED VIA UPS 2<sup>nd</sup> DAY AIR

NOV 03 '08

3-09 PM

October 31, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

## SURFACE TRANSPORTATION BOARD

### Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27536. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Wisconsin Public Service Corporation  
700 N. Adams  
Green Bay, WI 54307

A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) gondola cars having WPSX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Sr. Rail Documentation Specialist

Enclosures

(WIP)(003)

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

NOV 03 '08

**3-09 PM**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of October 27, 2008, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto, under Rider No. 3 dated as of April 23, 2008 to that certain Railcar Equipment Lease dated as of September 8, 1998, between Lessor (as successor to JAIX Leasing Company) and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION, AS  
LESSOR

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING ING

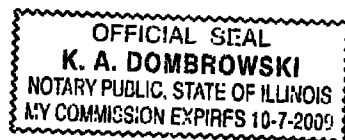
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this 30th day of Oct., 2008 by RICHARD F. SEYMOUR as VICE PRESIDENT SALES & MARKETING of FIRST UNION RAIL CORPORATION.

K. A. Dombrowski  
Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



(WIPC003)

## **SCHEDULE 1**

One hundred and fifty (150) Aluminum BethGon™ II Railcars, marked and numbered WPSX 8270 through WPSX 8419 (both inclusive).